



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

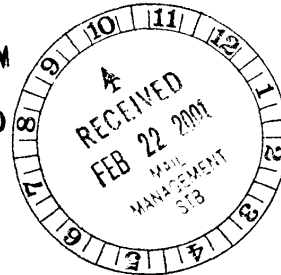
VIA UPS NEXT DAY AIR

February 21, 2001

RECORDATION NO. 22263-C FILED

FEB 26 '01 11:15 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 3, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22263.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Hampton Lumber Sales  
9400 SW Barnes Road  
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is seventy (70) new 73 foot centerbeam flat cars, with car numbers HLSC 3300-3369, inclusive.

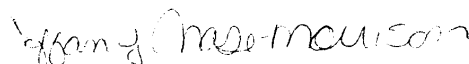
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Hampton Railway Inc., Lessee, covering 70 73 foot centerbeam flat cars, with car numbers HLSC 3300-3369, inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(HPLS026)

ASSGN. NO. HPLS026

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd of January, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HAMPTON LUMBER SALES, INC., ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 2, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.7 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 2, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of Jan., 2001.

[CORPORATE SEAL]

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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS  
COUNTY OF COOK

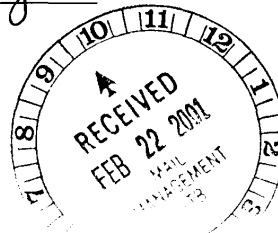
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of January, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

Lumber Sales  
HAMPTON RAILWAY, INC.

By: Michael Phillips

Name: Michael Phillips

Title: President

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 15<sup>th</sup> day of February 2000.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Victoria L. Shaylor, a Notary Public of the County and State  
aforesaid, certify that Michael Phillips personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

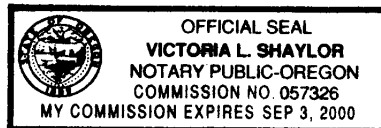
WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of February, 2000

Victoria L. Shaylor  
Notary Public

Commission Expires:

9/03/2000

(Notary Public)



**EXHIBIT A  
TO  
MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: Seventy (70) new 73' centerbeam flatcars, 286,000 pound capacity

CAR NUMBERS: See below:

HLSC 3300	HLSC 3318	HLSC 3336	HLSC 3354
HLSC 3301	HLSC 3319	HLSC 3337	HLSC 3355
HLSC 3302	HLSC 3320	HLSC 3338	HLSC 3356
HLSC 3303	HLSC 3321	HLSC 3339	HLSC 3357
HLSC 3304	HLSC 3322	HLSC 3340	HLSC 3358
HLSC 3305	HLSC 3323	HLSC 3341	HLSC 3359
HLSC 3306	HLSC 3324	HLSC 3342	HLSC 3360
HLSC 3307	HLSC 3325	HLSC 3343	HLSC 3361
HLSC 3308	HLSC 3326	HLSC 3344	HLSC 3362
HLSC 3309	HLSC 3327	HLSC 3345	HLSC 3363
HLSC 3310	HLSC 3328	HLSC 3346	HLSC 3364
HLSC 3311	HLSC 3329	HLSC 3347	HLSC 3365
HLSC 3312	HLSC 3330	HLSC 3348	HLSC 3366
HLSC 3313	HLSC 3331	HLSC 3349	HLSC 3367
HLSC 3314	HLSC 3332	HLSC 3350	HLSC 3368
HLSC 3315	HLSC 3333	HLSC 3351	HLSC 3369
HLSC 3316	HLSC 3334	HLSC 3352	
HLSC 3317	HLSC 3335	HLSC 3353	Count: 70